

EXHIBIT A

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

S.O.I.TEC SILICON ON INSULATOR
TECHNOLOGIES S.A. and
SOITEC USA, INC.,

Plaintiffs and Counterclaim
Defendants,

v.

MEMC ELECTRONIC MATERIALS,
INC.,

Defendant and Counterclaim
Plaintiff.

JURY TRIAL DEMANDED

Civil Action No.: 05-806-KAJ

NON-DISCLOSURE AGREEMENT

I, _____, do
solemnly swear (or affirm) that I am fully familiar with the terms of the Protective Order
("Order") entered in the above captioned case, and hereby agree to comply with and be
bound by the terms and conditions of the Order unless and until modified by further
Order of this Court. I acknowledge that I am about to receive PROTECTED
INFORMATION in this litigation and certify my understanding that such PROTECTED
INFORMATION is being provided to me pursuant to the terms and restrictions of the
Order. I understand that such information and any copies I make of any documentary
material containing PROTECTED INFORMATION or any notes or other records that
may be made regarding any such information shall not be disclosed to others, except
other qualified persons as defined in that Order. I agree to submit to the jurisdiction of this
Court in connection with any proceeding or hearing relating to PROTECTED

INFORMATION in this litigation, including any proceeding relating to enforcement of this Order.

Dated: _____

By: _____